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PART III

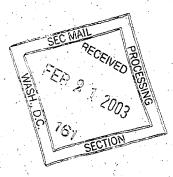
Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING January 1, 2002 AND EN	NDING	December 31, 2002
MM/DD/YY		MM/DD/YY
A. REGISTRANT IDENTIFICATION		
NAME OF BROKER-DEALER: cfd Investments, Inc. SEC MAIL	PRO	OFFICIAL USE ONLY
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P BOX No)	Sessi	FIRM I.D. NO.
608 East Boulevard Street	20,2 B	
(No and Street) SECTION Kokomo)3 N	46904-2244
(City) (State)	,	(Zip Code)
NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO Brent Owens	O THIS R	EPORT (765) 453-9600
		(Area Code – Telephone Numbe
B. ACCOUNTANT IDENTIFICATION		
INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Reportational Grimes, Randy E. d/b/a Randy Grimes, CPA, LLC	t.*	
(Name - if individual, state last, first, middle na	ıme)	
1821 Teasdale Lane Kokomo	IN	46902-4570
(Address) (City)	(State)	(Zip Code)
CHECK ONE:		
Certified Public Accountant		PROCESSED
☐ Public Accountant		
☐ Accountant not resident in United States or any of its possessions.		MAR 0 6 2003
FOR OFFICIAL USE ONLY		THOMSON
		FINANCIAL
	X_{i}	

*Claims for exemption from the requirement that the annual report be covered by the coinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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SEC 1410 (06-02)



Financial Statements
For the Years Ended
December 31, 2002 and 2001

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Randy Grimes, CPA, LLC 1821 Teasdale Lane Kokomo, Indiana 46902-4570 (765) 455-8517

Independent Auditor's Report

Board of Directors cfd Investments, Inc. Kokomo, Indiana

I have audited the accompanying balance sheets of cfd Investments, Inc. as of December 31, 2002 and 2001, and the related statements of operations, retained earnings and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of cfd Investments, Inc. at December 31, 2002 and 2001, and the results of its operations and its cash flows for the years then ended, in conformity with generally accepted accounting principles.

My audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information on pages 11-15 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 15c3-3 of the Securities and Exchange Commission. Such information has been subjected to auditing procedures applied in the audit of the basic financial statements and, in my opinion is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Randy Grimes, CPA Certified Public Accountant

February 13, 2003

Balance Sheets December 31,

ASSETS

	2002	2001
Current Assets: Cash and cash equivalents (Note 2) Investments (Note 1) Commissions and fees receivable Prepaid expenses and deposits	\$ 66,199 52,867 53,466 7,025	\$ 57,410 56,353 54,434 4,107
Total Current Assets	179,557	172,304
Property and Equipment (Note 4): Computers and software Furniture and equipment	104,410 20,180	88,706 20,180
Total property and equipment Less: accumulated depreciation	124,590 <80,446>	108,886 <64,866>
Net property and equipment	44,144	44,020
Other Assets: Deferred tax asset (Note 3)	39,227	44,773
Total Other Assets	39,227	44,773
Total Assets	\$ 262,928	\$ 261,097

LIABILITIES AND SHAREHOLDERS' EQUITY

	2002	2001
Current Liabilities: Accounts payable Commissions payable Short-term notes payable Current portion of long-term debt	\$ 3,623 129 10,000 1,263	\$ 21,698 2,139 10,000 0
Total Current Liablilties	15,015	33,837
Long-Term Liabilities: Notes payable Less: current portion (above)	3,395 <1,263>	0
Total Long-Term Liablilties	2,132	0
Total Liabilities	17,147	33,837
Shareholders' Equity: Common stock, no par value, 500 shares authorized,		
379 shares issued and outstanding Additional paid-in capital Retained earnings <deficit></deficit>	376,625 15,500 <146,344>	376,625 15,500 <164,865>
Total Shareholders' Equity	245,781	227,260
Total Liabilities & Shareholders' Equity	\$ 262,928	\$ 261,097

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Statement of Changes in Stockholders' Equity For the Years Ended December 31, 2002 and 2001

	Common Stock	Preferred Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Total Stock- holders ' Equity
Balance, January 1, 2001	\$ 376,625	\$ -0-	\$ 15,500	\$ <74,669>	\$ 317,456
Capital increase	-0-				-0-
Rounding				-0-	-0-
Net income < loss > for the year				<90,196>	<90,196>
Balance December 31, 2001	376,625	-0-	15,500	<164,865>	227,260
Capital increase	-0-				-0-
Rounding				1	1
Net income <loss> for the year</loss>				18,520	18,520
Balance, December 31, 2002	\$ 376,625	\$ -0-	\$ 15,500	\$ <146,344>	\$ 245,781

Statements of Operations For the Years Ended December 31,

For the Years Ended 1	2002	2001
Revenues: Commission revenues	\$ 3,298,596	\$ 2,418,031
Total revenues	3,298,596	2,418,031
Operating Expenses: Advertising and promotion Clearing costs and fees	65,269 153,205	75,538 125,558
Commissions expense Administrative fees Education, seminars and meetings	2,588,188 3,952 12,124	1,714,815 20,442 4,701
Employee leasing/salaries Telephone expense Fidelity and surety bonds	302,941 3,668 375	282,092 16,706 375
Registrations, licenses and assessments Professional services Dues and subscriptions	47,404 18,254 26,779	39,947 93,621 27,280
Bad debts expense Travel and entertainment Office and computer expense	1,160 15,747 84,275	0 20,205 129,790
Rent and utilities Repairs and maintenance Interest expense	30,393 5,967 357	30,297 4,936 5
Depreciation and amortization Miscellaneous expenses	15,581 2,739	12,147 4,593
Total expenses	3,378,378	2,603,048
Operating profit <loss></loss>	<79,782>	<185,017>
Other Income: Interest and dividend income Unrealized gain or loss Seminars, fees and miscellaneous	1,391 <12,814> 115,271	4,141 <12,661> 78,316
Total other income	103,848	69,796
Net income <loss> before income taxes</loss>	24,066	<115,221>
Income taxes: State corporate income taxes Federal corporate income taxes	2,007 3,539	<8,972> <16,053>
Total income taxes	5,546	<25,025>
Net income <loss> after taxes</loss>	\$ 18,520	\$ <90,196>

The accompanying notes are an integral part of these financial statements.
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Statements of Cash Flows Increase (Decrease) in Cash and Cash Equivalents For the Years Ended December 31,

	2002	2001
Cash Flows from Operating Activities: Cash received from customers Cash paid to suppliers and employees Investment income received Interest paid Miscellaneous receipts	\$ 3,299,333 <3,357,491> 1,391 <322> 87,515	\$ 2,384,435 <2,553,602> 4,141 <5> 64,171
Net Cash Provided <used> by Operations</used>	30,426	<100,860>
Cash Flows from investing activities: Net Proceeds From <used for="">: Acquisition of fixed assets Net acquisition of investments</used>	<15,703> <9,329>	<16,657> 3,953
Net cash provided <used> in investing activities</used>	<25,032>	<12,704>
Cash Flows from financing activities: Net Proceeds From < Used For>: Issuance of short-term debt Issuance of long-term debt Repayments of loans and advances Repayment of long-term debt	0 4,050 0 <655>	10,000 0 53,266 0
Net cash provided <used> in financing activities</used>	3,395	63,266
Net increase <decrease> in cash and cash equivalents</decrease>	8,789	<50,298>
Cash and cash equivalents, beginning of period	57,410	107,708
Cash and cash equivalents, end of period	\$ 66,199	\$ 57,410

Cook Elawa from Oneveting Activities		2002		2001
Cash Flows from Operating Activities:			••••	
Net income <loss></loss>	\$	18,520	\$	<90,196>
	`. `			
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization		15,581		12,147
Unrealized gain <loss></loss>		12,814		12,661
Bad debts expense		1,160	,	0
Changes in Operating Assets and Liabilities:				
<increase> decrease in commissions receivable</increase>		<191>		<15,890>
<increase> decrease in prepaid expenses</increase>		<2,919>	•	517
<increase> decrease in deferred tax asset</increase>	, .	5,546		<25,025>
Increase <decrease> in accounts payable</decrease>		<18,075>		12,637
Increase <decrease> in commissions payable</decrease>		<2,010>		<7,711>
Total Adjustments	-	11,906	2	<10,664>
Total Adjustments		11,500	-	10,004/
Net Cash Provided <used> by Operations</used>	\$	30,426	\$	<100,860>
	. ====		====	

The accompanying notes are an integral part of these financial statements.
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Notes to Financial Statements December 31, 2002 and 2001

Note 1--Significant Accounting Policies:

cfd Investments, Inc., (the "Company") was incorporated in 1986 under the laws of the state of Indiana. However, no stock was issued, nor were any assets acquired until September, 1989. The Company is engaged in the security brokerage business. The Company was approved by its national regulatory agency, the National Association of Securities Dealers (NASD), effective January 16, 1990.

The books and records are maintained on the accrual basis of accounting, which is in accordance with generally accepted accounting principles. Under this method, income is recognized when earned and expenses when incurred. Commission income and expense are considered earned on the trade date of the transaction, with the exception of mutual funds made by customers directly, whereby income is recognized when commissions are received. Significant policies are described below:

Organization costs:

Organization costs of \$ 4,500 were incurred in 1989 for the start-up of the business. These costs have been amortized over 60 months, becoming fully amortized in 1994.

Depreciation:

For book purposes, assets are depreciated over the estimated useful lives, using the straight-line method of depreciation. For tax purposes, assets are recovered under the provisions of the Modified Accelerated Cost Recovery System (MACRS), as provided by the Tax Reform Act of 1986. The difference in these methods is the principle difference between book income as computed under generally accepted accounting principles, and taxable income. For 2002 and 2001, book depreciation and amortization totaled \$ 15,581 and \$ 10,267, respectively, while tax depreciation was \$ 19,919 and \$ 15,377.

Investments:

In accordance with industry standards, investments, which represent a mutual fund and securities, are reflected at market value. This value reflects an decrease over historical cost of \$ 34,861, of which the current year portion of \$ 12,814 is reflected as an unrealized gain <loss> on the statement of operations.

Note 2--Statements of Cash Flows:

The company considers all short-term, highly liquid investments, which are readily convertible to known amounts of cash, and whose original maturities are three months or less, to be cash equivalents.

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cfd Investments, Inc. Notes to Financial Statements December 31, 2002 and 2001 (Continued)

Note 3--Income Taxes:

Due to net operating losses incurred in 1989-1991, 1994-1998 and 2000-2001, there are no income tax liabilities for 2001 or 2002 state or federal income taxes. For 2002 tax purposes, the net operating loss carryforwards, totaling \$ 143,005, may be carried forward fifteen or or twenty years from the year incurred, or until used, dependant on its year of origin. For 2002, differences in book and tax depreciation result in a favorable timing difference of \$ 4,338, and a favorable timing difference of \$ 3,230 for 2001. Under present rules, the the current and cumulative effect of timing differences between financial reporting income and taxable income are recognized in deferred tax liability and deferred tax asset accounts.

Note 4- -Long-Term Debt:

The company acquired and financed a network server with Dell Corporation. Terms call for 36 monthly payments of \$139.54, and interest computed at 8.99%. Amounts payable for 2003 to 2005 are \$1,263, \$1,459 and \$673, respectively.

Note 5- - Fixed Assets:

Fixed assets are recorded at historical cost. Depreciation is recorded using the straight-line method based upon the estimated useful lives of the assets (Note 1). Estimated useful lives of fixed assets, by class, are as follows:

Computers and software Furniture and equipment

5 years 5-7 years

Changes by classification of fixed assets are summarized as follows:

Asset classification:	·	001 alance	Additions		Disposa	als	2002 Balance	
Computers and software Furniture and equipment		8,706 \$ 0,180	15,703 0	\$		0	\$ 104,410 20,180	
Totals	\$ 108	3,886 \$	15,703	_\$		0	\$ 124,590	· ·

Changes by classification in the related accumulated depreciation are as follows:

Computers and software Furniture and equipment	\$ 54,109 10,757	\$ 12,739 2,843	\$	0	\$ 66,847 13,599	
Totals	\$ 64,866	\$ 15,582	 	0	\$ 80,446	

cfd Investments, Inc. Notes to Financial Statements December 31, 2002 and 2001 (Continued)

Note 6--Common Stock:

Effective January 1, 1995, all 108 outstanding shares of preferred stock were exchanged for 27 shares of common stock in a nine-for-two exchange. The shares of preferred stock were surrendered by the shareholders December 31, 1994, with shares of common stock being issued effective January 1, 1995. In addition, three shares of common stock were issued in 1996, for total consideration of \$ 9,375. In 1997, 83 shares were issued for total consideration of \$ 237,500.

Note 7-- Net Capital Requirements:

The Company is subject to the Securities and Exchange Commision Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital, and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. The rule of "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1.

The Company had net capital of \$ 127,762 and \$ 100,161 at December 31, 2002 and 2001, respectively. These amounts were in excess of its required net capital of \$ 50,000 and \$ 50,000 by \$ 77,762 and \$ 50,161, respectively. The Company's net capital ratio was 13.43 percent and 33.78 percent for 2002 and 2001, respectively. There are no loans which are subordinated at December 31, 2002 or 2001.

For purposes of the computation of net capital, the following is the schedule of non-allowable assets:

	2002	2001
Non-marketable securities \$	18,900	\$ 18,900
Accounts receivable	4,098	9,008
Commissions receivable	700	625
Prepaid expenses	7,025	4,107
Deferred tax asset	39,227	44,773
Fixed assets (net)	44,144	44,020
Totals \$	114,094	\$ 121,433

The Company's computation of net capital under Rule 15c3-1 is presented on the following page.

Computation of Net Capital December 31,

	2002	2001
Total assets	\$ 262,928	\$ 261,097
Total liabilities	17,147	33,837
Net worth	245,781	227,260
Add: subordinated loans	0	0
Adjusted net worth	245,781	227,260
Less: non-allowable assets	114,094	121,433
Current capital	131,687	105,827
Less: haircuts	3,925	5,666
Net capital	127,762	100,161
Required net capital	50,000	50,000
Excess net capital	\$ 77,762	\$50,161
Aggregate indebtedness	\$ 17,147	\$33,837
Aggregate indebtedness to net capital	13.43	33.78

The accompanying notes are an integral part of these financial statements.
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Computation for Determination of Reserve Requirements And Information for Possession or Control Requirements Pursuant to Rule 15c3-3 December 31, 2002 and 2001

Exemption under Section (k)(2)(ii) is claimed:

All customer transactions are cleared through another broker/dealer on a fully disclosed basis. The Company holds no customer funds or securities. Any such funds or securities are promptly transmitted to the clearing broker/dealer. The Company is therefore exempt from the possession or control requirements under Securities and Exchange Commission Rule 15c3-3.

Reconciliation of Net Capital Computation and Rule 15c3-3 Reserve Requirement and Unaudited Part II or Part IIA

Net capital per unaudited Part IIA		\$ 129,591	\$	3 121,589
Increase <decrease> in cash and equivalents</decrease>		1,654		-0-
Increase <decrease> in commissions receivable</decrease>	130		-0-	
Non-allowable portion	<130>	-0-	-0-	-0-
Increase <decrease> in prepaid expense</decrease>	<2,067>		<5,264>	
Non-allowable portion	2,067	-0-	5,264	-0-
	<5,314>		<1,880>	
Non-allowable portion	5,314	-0-	1,880	-0-
	<5,546>	•	25,025	^
Non-alowable portion	5,546	-0-	<25,025>	-()-
<increase> decrease in accounts payable</increase>		<3,623>	•	<21,698>
<increase> decrease in commissions payable</increase>		462		-0-
<increase> decrease in notes payable</increase>		<322>		-0-
Net capital per audit		\$ 127,762	3	5 100,161

Randy Grimes, CPA, LLC

Certified Public Accountant 1821 Teasdale Lane Kokomo, Indiana 46902-4570 (765) 455-8517

Independent Auditor's Report on Internal Accounting Control Required by SEC Rule 17a-5

Board of Directors cfd Investments, Inc. Kokomo, Indiana

In planning and performing my audits of the financial statements of cfd Investments, Inc. for the years ended December 31, 2002 and 2001, I considered its internal control structure, including procedures for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, I have made a study of the practices and procedures (including tests of compliance with such practices and procedures) followed by cfd Investments, Inc. that I considered relevant to the objectives stated in Rule 17a-5(g), in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and the reserve required by Rule 15c3-3(e). I also made a study of the practices and procedures followed by the Company in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and the procedures for determining compliance with the exemptive provisions of Rule 15c3-3. I did not review the practices and procedures followed by the Company in making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13 or in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Commission's above-mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization

Board of Directors February 13, 2003 Page Two

and recorded properly to permit preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in an internal control structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject the the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

My consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted no matters involving the internal control structure, including procedures for safeguarding securities, that I considered to be material weaknesses as defined above.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purpose in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding, and on my study, I believe that the Company's practices and procedures were adequate at December 31, 2002 and 2001, to meet the Commission's objectives.

This report is intended solely for the information and use of cfd Investments, Inc. management, the Securities and Exchange Commission, the New York Stock Exchange and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 and should not be used for any other purpose.

Randy Grimes, CPA

Certified Public Accountant

February 13, 2003